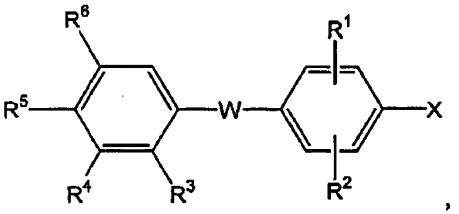
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims

This listing of claims will replace all prior versions, and listings, of claims in the application:

Claim 1(currently amended): A compound of Formula (I)



(I)

the stereoisomers and prodrugs thereof, and the pharmaceutically acceptable salts of said compounds, stereoisomers, and prodrugs, wherein:

W is oxygen, sulfur, -SO-, -S(O)$_2$, -CH$_2$-, -CF$_2$-, -CHF-, -C(O)-, -CH(OH)-, -NR^a, or -C(=CH$_2$)-;

R^1, R^2, R^3, and R^6 are each independently hydrogen, halogen, -(C$_1$-C$_8$)alkyl, -CF$_3$, -OCF$_3$, -O(C$_1$-C$_8$)alkyl, or -CN;

R^4 is hydrogen, -(C$_1$-C$_{12}$)alkyl substituted with zero to three substituents independently selected from Group V, -(C$_2$-C$_{12}$)alkenyl, -(C$_2$-C$_{12}$)alkynyl, halogen, -CN, -OR^b, -SR^c, -S(O)R^c, -S(O)$_2$R^c, aryl, ~~heteroaryl,~~ -(C$_3$-C$_{10}$)cycloalkyl, ~~heterocycloalkyl,~~ -S(O)$_2$NR^{c}R^d, -C(O)NR^{c}R^d, -C(O)OR^c, -NR^{a}C(O)R^d, -NR^{a}C(O)NR^{c}R^d, -NR^{a}S(O)$_2$R^d, or -C(O)R^c; or

R^3 and R^4 are taken together along with the carbon atoms to which they are attached to form a carbocyclic ring of formula -(CH$_2$)$_i$- ~~or a heterocyclic ring of formula -(CH$_2$)$_k$-Q-(CH$_2$)$_l$- wherein Q is oxygen, sulfur, or NR^e-~~; in which i is 3, 4, 5, or 6; ~~k is 0,~~

~~1, 2, 3, 4, or 5; and t is 0, 1, 2, 3, 4, or 5;~~ and wherein said carbocyclic ring ~~and said heterocyclic ring are each~~ is substituted with zero to four substituents independently selected from -(C_1-C_4)alkyl, -OR^b, oxo, -CN, phenyl, or -NR^aR^g;

R^3 is hydroxy, -O(C_1-C_6)alkyl, -OC(O)R^f, fluorine, or -C(O)OR^c; ~~or~~

~~R^4 and R^5 are taken together along with the carbon atoms to which they are attached to form a heterocyclic ring selected from the group consisting of CR^e=CR^e-NH-, N=CR^e-NH, CR^e=CR^e-O, CR^e=CR^e-S, CR^e=N-NH, and CR^e=CR^e-CR^e=N;~~

R^a for each occurence is independently hydrogen, or -(C_1-C_6)alkyl substituted with zero or one -(C_3-C_6)cycloalkyl or methoxy;

R^b for each occurence is independently hydrogen, -(C_1-C_{12})alkyl substituted with zero to three substituents independently selected from Group V, aryl, ~~heteroaryl,~~ -(C_3-C_{10})cycloalkyl, ~~heterocycloalkyl,~~ -C(O)NR^cR^d, or -C(O)R^f;

R^c and R^d for each occurence are each independently hydrogen, -(C_1-C_{12})alkyl substituted with zero to three substituents independently selected from Group VI, -(C_2-C_{12})alkenyl, -(C_2-C_{12})alkynyl, aryl, ~~heteroaryl~~ or, -(C_3-C_{10})cycloalkyl, ~~or heterocycloalkyl;~~

provided that when R^d is the moiety -SR^c, -S(O)R^c, or -$S(O)_2R^c$, R^c is other than hydrogen; ~~or~~

~~R^c and R^d are taken together along with the atom(s) to which they are attached to form a 3-10 membered heterocylic ring which may optionally contain a second heteregroup selected from oxygen, NR^e, or sulfur; and wherein said heterocyclic ring is substituted with zero to four substituents independently selected from (C_1-C_4)alkyl, OR^b, oxo, CN, phenyl, or NR^aR^g;~~

~~R^e for each occurence is hydrogen, CN, (C_1-C_{10})alkyl substituted with zero to three substituents independently selected from Group V, (C_2-C_{10})alkenyl, (C_2-C_{10})alkoxy, (C_3-C_{10})cycloalkyl, aryl, heteroaryl, C(O)R^f, C(O)OR^f, C(O)NR^aR^f, or $S(O)_2R^f$;~~

R^f for each occurence is independently -(C_1-C_{10})alkyl substituted with zero to three substituents independently selected from Group VI, -(C_2-C_{12})alkenyl, -(C_2-C_{10})alkynyl, -(C_3-C_{10})cycloalkyl, or aryl[[,]] ~~heteroaryl, or heterocycloalkyl~~;

R^g for each occurence is independently hydrogen, -(C_1-C_6)alkyl, -(C_2-C_6)alkenyl, aryl, -C(O)R^f, -C(O)OR^f, -C(O)N$R^a$$R^f$, -S(O)$_2$$R^f$, or -($C_3$-$C_8$)cycloalkyl;

Group V is halogen, -CF_3, -OCF_3, -OH, oxo, -(C_1-C_6)alkoxy, -CN, aryl, ~~heteroaryl,~~ -(C_3-C_{10})cycloalkyl, ~~heterocycloalkyl,~~ -SR^f, -S(O)R^f, -S(O)$_2$$R^f$, -S(O)$_2NR^a$$R^f$, -N$R^a$$R^g$, or -C(O)N$R^a$$R^f$;

Group VI is halogen, hydroxy, oxo, -(C_1-C_6)alkoxy, aryl, ~~heteroaryl,~~ -(C_3-C_8)cycloalkyl, ~~heterocycloalkyl,~~ -CN, or -OCF_3;

provided that when R^4 is -(C_1-C_{12})alkyl substituted with zero to three substituents independently selected from Group V, wherein said Group V substituent is oxo, said oxo group is substituted on a carbon atom other than the C_1 carbon atom in -(C_1-C_{12})alkyl;

aryl for each occurence is independently phenyl or naphthyl substituted with zero to four substituents independently selected from halogen, -(C_1-C_6)alkyl, -CN, -SR^f, -S(O)R^f, -S(O)$_2$$R^f$, -($C_3$-$C_6$)cycloalkyl, -S(O)$_2NR^a$$R^f$, -N$R^a$$R^g$, -C(O)N$R^a$$R^f$, -O$R^b$, -perfluoro-($C_1$-$C_4$)alkyl, or -COO$R^f$;

provided that when said substituent(s) on aryl are -SR^f, -S(O)R^f, -S(O)$_2$$R^f$, -S(O)$_2NR^a$$R^f$, -N$R^a$$R^g$, -C(O)N$R^a$$R^f$, -O$R^b$, or -COO$R^f$, said substituents R^b, R^f, and R^g, are other than aryl or heteroaryl;

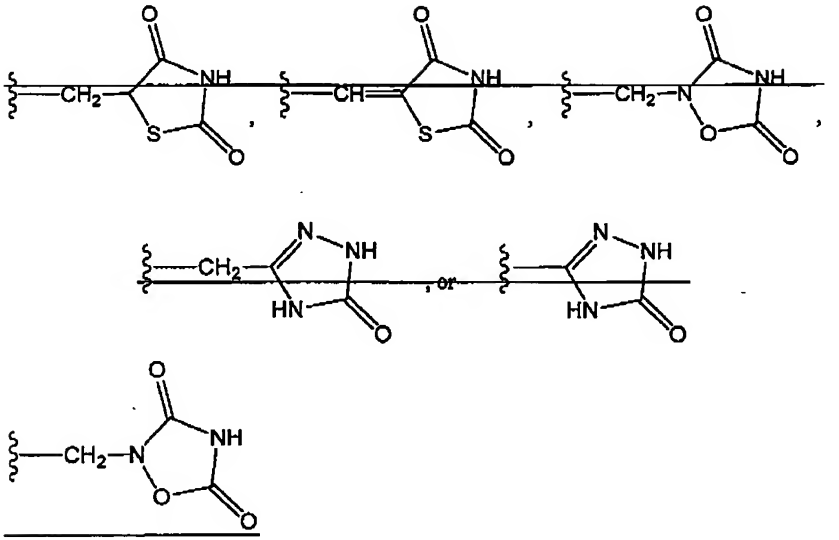
~~heteroaryl for each occurence is independently a 5-, 6-, 7-, 8-, or 9-membered monocyclic or bicyclic ring having from one to three heteroatoms selected from O, N, or S;~~

~~wherein in said bicyclic ring, a monocyclic heteroaryl ring is fused to a benzene ring or to another heteroaryl ring, and having zero to three substituents independently selected from halogen, (C_1-C_4)alkyl, CF_3, -OR^b, -N$R^a$$R^g$, or -COO$R^f$;~~

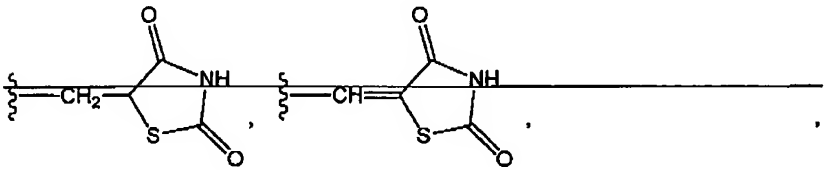
~~provided that when said substituent(s) on heteroaryl are -N$R^a$$R^g$, -O$R^b$, or -COO$R^f$, said substituents R^b, R^f, and R^g, are other than aryl or heteroaryl;~~

~~heterocycloalkyl for each occurence is independently a 5-, 6-, 7-, 8-, or 9-membered monocyclic or bicyclic cycloalkyl ring having from one to three heteroatoms selected from oxygen, -NR^e-, or sulfur, and having zero to four substituents independently selected from -(C_1-C_4)alkyl, -OR^b, oxo, -CN, phenyl, or -N$R^a$$R^g$; and~~

X is



~~with the provise that when W is oxygen, sulfur, SO, or SO_2, then X is not represented by~~



Claim 2(original): A compound according to claim 1 wherein W is oxygen.

Claim 3(currently amended): A compound according to claim 1 wherein:

R^1 is located at the 3-position and R^2 is located at the 5-position, wherein R^1 and R^2 are each independently hydrogen, -(C_1-C_6)alkyl, halogen, or -CN;

R^3 is hydrogen, -(C_1-C_4)alkyl or halogen;

R^4 is –(C_1-C_{10})alkyl substituted with zero to three substituents independently selected from fluoro, hydroxy, oxo, aryl, ~~heteroaryl,~~ or -(C_3-C_8)cycloalkyl, ~~or heterocycloalkyl,~~ -$S(O)_2NR^cR^d$, –$C(O)NR^cR^d$, -$S(O)_2R^c$, –(C_3-C_8)cycloalkyl, ~~heterocycloalkyl,~~ –$C(O)R^c$, –OR^b, –SR^c, –$S(O)R^c$, –$NR^aC(O)R^d$, –$NR^aC(O)NR^cR^d$, or –$NR^aS(O)_2R^d$; or

~~R^c and R^d are taken together along with the atom(s) to which they are attached to form a 3-10 membered heterocylic ring which may optionally contain a second heterogroup selected from oxygen, NR^e, or sulfur, and wherein the heterocyclic ring is substituted with zero to four substituents independently selected from (C_1-C_4)alkyl, OR^b, oxo, CN, phenyl, or NR^aR^g; or~~

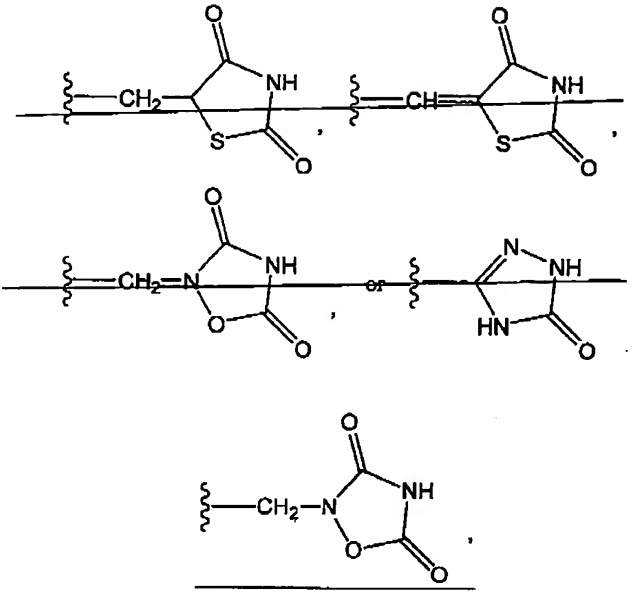
R^3 and R^4 are taken together along with the carbon atoms to which they are attached to form a carbocyclic ring of formula -(CH_2)$_i$- ~~or a heterocyclic ring of formula –(CH_2)$_k$-Q-(CH_2)$_l$- wherein Q is –O–, –S– or –NR^e–;~~ in which i is 3, 4, 5 or 6; ~~k is 0, 1, 2, 3, 4 or 5; and l is 0, 1, 2, 3, 4 or 5;~~ and wherein said carbocyclic ring ~~and said heterocyclic ring are~~ is each substituted with zero to four substituents independently selected from –(C_1-C_4)alkyl, –OR^b, oxo, -CN, phenyl, or -NR^aR^g;

provided that when R^4 is –(C_1-C_{10})alkyl substituted with zero to three substituents, said oxo group is substituted on a carbon atom other than the C_1 carbon atom in –(C_1-C_{10})alkyl;

R^5 is –OH, -$OC(O)R^f$, -$C(O)OR^c$, or –F; wherein R^f is-(C_1-C_{10})alkyl substituted with zero to three substituents independently selected from Group VI;

R^6 is hydrogen, halogen or –(C_1-C_4)alkyl; and

X is



Claim 4(currently amended): A compound according to claim 3 wherein

R^1 and R^2 are each independently hydrogen, -(C_1-C_6)alkyl, halogen, or -CN;

R^3 is hydrogen;

R^4 is –(C_1-C_{10})alkyl substituted with zero to three substituents independently selected from fluoro, hydroxy, oxo, aryl, ~~heteroaryl,~~ or -(C_3-C_8)cycloalkyl, ~~or heterocycloalkyl,~~ -$S(O)_2NR^cR^d$, –$C(O)NR^cR^d$, -$S(O)_2R^c$, –(C_3-C_8)cycloalkyl, ~~heterocycloalkyl,~~ –$C(O)R^c$, –OR^b, –SR^c, –$S(O)R^c$, –$NR^aC(O)R^d$, –$NR^aC(O)NR^cR^d$, or –$NR^aS(O)_2R^d$; ~~or~~

~~R^c and R^d are taken together along with the atom(s) to which they are attached to form a 3-10 membered heterocyclic ring which may optionally contain a second heterogroup selected from oxygen, NR^e, or sulfur; and wherein the heterocyclic ring is substituted with zero to four substituents independently selected from (C_1-C_4)alkyl, OR^b, oxo, -CN, phenyl, or NR^eR^e;~~

R^5 is –OH, fluoro, or -OC(O)R^f wherein R^f is-(C_1-C_{10})alkyl substituted with zero to three substituents independently selected from Group VI; and

R^6 is hydrogen.

Claim 5(currently amended): A compound according to claim 4 wherein

R^1 and R^2 are both methyl, bromo, or chloro;

R^4 is –(C_1-C_{10})alkyl, substituted with zero to two substituents independently selected from fluoro, hydroxy, oxo, aryl, ~~heteroaryl,~~ or -(C_3-C_8)cycloalkyl, ~~or heterocycloalkyl,~~ -$S(O)_2NR^cR^d$, –$C(O)NR^aR^d$, -$S(O)_2R^c$, –(C_3-C_8)cycloalkyl, ~~heterocycloalkyl,~~ –$C(O)R^c$, –OR^b, –SR^c, –$S(O)R^c$, –$NR^aC(O)R^d$, –$NR^aC(O)NR^cR^d$, or –$NR^aS(O)_2R^d$; ~~or~~

~~R^c and R^d are taken together along with the atom(s) to which they are attached to form a 3-10 membered heterocylic ring which may optionally contain a second heterogroup selected from oxygen, NR^a, or sulfur; and wherein the heterocyclic ring is substituted with zero to four substituents independently selected from (C_1-C_4)alkyl, OR^b, oxo, CN, phenyl, or NR^aR^5;~~ and

R^5 is –OH.

Claim 6(currently amended): A compound selected from the group consisting of:

2-[3,5-dichloro-4-(4-hydroxy-3-isopropyl-phenoxy)-benzyl]-[1,2,4]oxadiazolidine-3,5-dione;

2-[4-(3-isopropyl-4-methoxy-phenoxy)-3,5-dimethyl-benzyl]-[1,2,4]oxadiazolidine-3,5-dione; and;

2-[4-(4-hydroxy-3-isopropyl-phenoxy)-3,5-dimethyl-benzyl]-[1,2,4]oxadiazolidine-3,5-dione; ~~and~~

~~5-[4-(4-hydroxy-3-isopropyl-phenoxy)-3,5-dimethyl-phenyl]-2,4-dihydro-[1,2,4]triazol-3-one,~~ the stereoisomers and prodrugs thereof, and the pharmaceutically acceptable salts of said compounds, stereoisomers, and prodrugs.

Claims 7-17(previously cancelled)

Claim18 (original): A pharmaceutical composition comprising a compound of Formula (I), a stereoisomer or prodrug thereof, or a pharmaceutically acceptable salt of said compound, stereoisomer or prodrug, as defined in claim 1.

Claims 19-25 (previously cancelled)

Claims 26 and 27 (cancelled)